



# RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD • HOUSTON, TEXAS 77056 • 713-627-9004

RECORDATION NO. 9246 *B* Filed & Recorded

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FEB 22 1978 - 3 55 PM

FEB 22 1978 - 3 55 PM

Secretary  
~~INTERSTATE COMMERCE COMMISSION~~  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 9246 *A* Filed & Recorded  
INTERSTATE COMMERCE COMMISSION  
FEB 22 1978 - 3 55 PM

Gentlemen:

~~INTERSTATE COMMERCE COMMISSION~~

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, the documents submitted herewith for filing and recordation an Equipment Trust Agreement, an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Equipment Trust Agreement dated as of February 1, 1978, by and between Mercantile National Bank at Dallas, Trustee, and Richmond Leasing Company;

2. Three (3) executed counterparts of an Assignment dated as of February 22, 1978, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and

3. Three (3) executed counterparts of a Bill of Sale dated as of February 22, 1978, between Richmond Leasing Company and Mercantile National Bank at Dallas.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Equipment Trust Agreement is described in Exhibit A hereto, and the equipment covered by the Assignment and the Bill of Sale is described in Exhibit B hereto.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale, and Equipment Trust Agreement with filing data noted thereon, following recordation,

8-053A170  
Date FEB 22 1978  
Fee \$ 10

ICC Washington, D. C.

RECEIVED

FEB 22 1978

*C. Gentry Paul Susan Tannen*

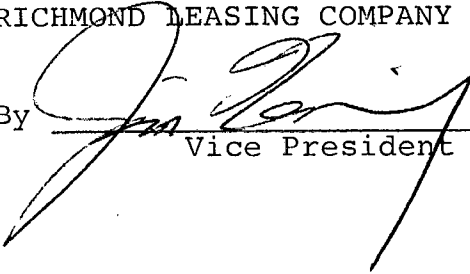
Secretary  
Interstate Commerce Commission  
February 22, 1978  
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to the representative of Messrs. Dewey, Ballantine, Bushby,  
Palmer & Wood, who is delivering this letter and said enclo-  
sures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By



Vice President

9246/B  
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INTERSTATE COMMERCE COMMISSION  
RICHMOND LEASING COMPANY

Equipment Trust, Series 12

Bill of Sale

THIS AGREEMENT, dated the 22nd day of February, 1978, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of February 1, 1978, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever warrant and

defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND LEASING COMPANY

By   
Donald E. Jessie, President

(SEAL)

ATTEST:

  
S. Ann Lusk, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 17th day of February, 1978.


  
Notary Public In and For  
Harris County, T E X A S

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
10 tank cars	DOT 105A300W	34,000	RTMX 3868-3877
19 tank cars	DOT 111A100W1	14,500	RTMX 1417-1435

EXHIBIT B

EXISTING LEASES

1. Rider dated June 14, 1977 to Tank Car Lease and Service Contract dated October 31, 1975, between Richmond Leasing Company and Beker Industries Corporation covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	14,500 gallon DOT 111A100W1	RTMX 1417 thru 1435

2. Rider dated March 14, 1977 to Tank Car Lease and Service Contract dated April 15, 1976, between Richmond Leasing Company and Rail U.S. Leasing, Incorporated, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
10	34,000 gallon DOT 105A300W	RTMX 3868 thru 3877